

DOCKET FILE COPY ORIGINAL

WILLKIE FARR & GALLAGHER LLP

RECEIVED

JAN 23 2006

Federal Communications Commission
Office of Secretary

1875 K Street, NW
Washington, DC 20006-1238
Tel: 202 303 1000
Fax: 202 303 2000

January 23, 2006

REDACTED FOR PUBLIC INSPECTION

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: **CONFIDENTIAL AND HIGHLY CONFIDENTIAL INFORMATION -
SUBJECT TO FIRST AND SECOND PROTECTIVE ORDERS IN MB DOCKET
NO. 05-192**, Applications for Consent to the Assignment and/or Transfer of Control of
Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc.,
Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast
Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time
Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation,
Transferee, MB Docket No. 05-192

Dear Ms. Dortch:

Please find enclosed Adelphia Communications Corporation's ("Adelphia") responses to certain Commission staff inquiries raised concerning Adelphia's response to the Commission's Information and Document Request ("Information Request") released on December 5, 2005.¹ Due to the fact that Adelphia maintains some of the information submitted herein in the strictest of confidence and does not release it to the public in the ordinary course, Adelphia is submitting it pursuant to the First and Second Protective Orders in this docket.²

¹ See Letters from Donna C. Gregg, Chief, Media Bureau, Federal Communications Commission, and attached Information and Document Request to Applicants, MB Docket No. 05-192 (Dec. 5, 2005) ("*Information Request*").

² See *In re Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee*, Order Adopting Protective Order, 20 FCC Rcd

No. of Copies rec'd **0+4**
List ABCDE

As required by the First and Second Protective Orders, Adelphia is filing one copy of the unredacted data with the Secretary's Office under separate cover. Adelphia is delivering two copies of the unredacted data and two CDs containing several spreadsheets as required by Item X in the Definitions and Instructions section of the Information Request to Julie Salovaara of the Media Bureau. In addition, Adelphia is submitting herewith four copies of this data in redacted form for the public record pursuant to the Information and Document Request and the Public Notice in this proceeding.³

The unredacted versions of the data are available for inspection, pursuant to the terms of the First and Second Protective Orders, at the Washington, D.C. office of Willkie Farr & Gallagher LLP.

Please contact me with any questions concerning the enclosed materials.

Sincerely,



Megan Anne Stull

Enclosures

cc: Donna Gregg
Sarah Whitesell
Tracy Waldon
Royce Sherlock
Marcia Glauberman
Wayne McKee
Julie Salovaara
Jim Bird
Neil Dellar
Ann Bushmiller

10751 (2005) ("First Protective Order"); *In re Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee*, Order Adopting Second Protective Order, MB Dkt. No 05-192, DA 05-3226 (Dec. 21, 2005) ("Second Protective Order").

³ See *Information Request* at 2 (citing *Adelphia Communications Corporation, Debtor-in-Possession, Time Warner Inc. and Comcast Corporation Seek Approval To Transfer Control and/or Assign FCC Authorizations and Licenses*, Public Notice, 20 FCC Rcd 10051, at 10054-55 (2005)).

Marlene Dortch
January 23, 2006
Page 3

Jeff Tobias
JoAnn Lucanik
Kimberly Jackson
Best Copy and Printing, Inc.

**Additional Information Concerning Adelphia's December 12, 2005
and December 22, 2005 Filings
MB Docket No. 05-192**

1. Response to Request II.B.1.a (Basic Cable Service Ready Homes), Attached Hereto and Submitted as Confidential Information - Subject to Protective Order in MB Docket No. 05-192

- Adelphia is filing a revised version of its response to Request II.B.1.a that was originally filed on December 22, 2005. Adelphia's earlier response inadvertently omitted the number of homes passed for Cost Center 180, located in the West Palm Beach, FL Designated Market Area, for September 2005.
-

- Adelphia also is providing the following clarifications concerning its response to Request II.B.1.a filed on December 22, 2005.
 - In Adelphia's response, Cost Center 214 was recorded _____ in September 2005, while Cost Center 215 was recorded _____ in the same period. In the Adelphia database, homes in Cost Center 214 were incorrectly included in Cost Center 215. Therefore, a "clean-up entry" was made for September 2005 to move them to the correct Cost Center.
 - Cost Centers 003 (Johnstown, PA) and 989 (Los Angeles, CA) did not appear in the response to Request II.B.1.a filed on December 22, 2005, but were included in the information set provided in response to the Commission's verbal request for information filed on December 12, 2005. This discrepancy occurred because the data for *homes passed* at a Cost Center level were derived from Adelphia's engineering database. However, this database is not completely in sync with Adelphia's billing system, which served as the source for Adelphia's *subscriber* numbers. While the total number of homes passed by Adelphia plant is accurate, some of the homes in Cost Centers 003 and 989 have mistakenly been included in incorrect Cost Centers in Adelphia's engineering database. As a result, the subscriber database shows that there are customers in these Cost Centers, while the engineering database does not show homes passed for these Cost Centers. Unfortunately, there is no way to resolve these discrepancies using Adelphia's current database system. Nonetheless, Adelphia is confident that the total number of subscribers for these Cost Centers is accurate.

2. Response to Request II.B.2.a (Total Basic Reported Subscribers), Attached Hereto and Submitted as Confidential Information - Subject to Protective Order in MB Docket No. 05-192

- Adelphia is providing two updated spreadsheets for its response to Request II.B.2.a.
 - Adelphia is providing a revised version of its response to Request II.B.2.a that includes subscriber counts for Cost Centers 325 (Raleigh, NC), 331 (Memphis, TN),

REDACTED FOR PUBLIC INSPECTION

and 332 (Columbus/Tupelo/West Point). The subscriber counts for these Cost Centers were inadvertently omitted from Adelphia's response filed on December 22, 2005.

- Adelphia also is submitting a spreadsheet that reflects the number of bulk and non-standard EBU customers for the four quarters reported in its December 22, 2005 filing (December 2004, March 2005, June 2005, and September 2005).
- Adelphia clarifies that for Cost Centers 189, 052, 086, 119, 137, 152, 156, 179, 180, 189, 247, 248, 289, 291, 310, 311, 325, 331, 332, 924, 940, and 941, there are three possible reasons to explain why the number of Satellite subscribers is low as compared to other Cost Centers reported by Adelphia.

3. Response to Request II.B.2.b (Satellite Subscribers), Previously Submitted on December 22, 2005 as Highly Confidential Information - Subject to Second Protective Order in MB Docket No. 05-192

- Adelphia clarifies that

4. Response to Request II.B.2.c (Digital Cable Subscribers), Previously Submitted on December 22, 2005 as Highly Confidential Information - Subject to Second Protective Order in MB Docket No. 05-192

- Adelphia clarifies that

5. Response to Request II.B.2.d (HSI Subscribers), Previously Submitted on December 22, 2005 as Highly Confidential Information - Subject to Second Protective Order in MB Docket No. 05-192

- Adelphia clarifies that

6. Highly Confidential Information - Subject to Second Protective Order in MB Docket No. 05-192

- Adelphia also is supplying its estimated number of kitchen units for December 2004, March 2005, June 2005, and September 2005, although it reiterates that this number is used only for internal purposes at Adelphia, is not publicly reported, and is highly unreliable. To estimate its number of kitchen units, Adelphia relies on standards developed by each of its five regions to estimate kitchen units. Estimate methodology varies by region; each region derives its own standard by sampling approximately 20% of its bulk/non-standard and commercial contracts and reviewing the contract revenue and actual units for that sampling. The regions' standards are updated periodically.

7. Further Information Concerning Adelphia's December 12, 2005 Filing

- Adelphia clarifies the following for the Ibis Golf and Country Club described in its response to the Commission's verbal request for information filed on December 12, 2005: Adelphia serves the Property Owners Association for Ibis Landing, which is located in Cost Center 104 in the West Palm Beach Designated Market Area. This Cost Center contains the Ibis Golf and Country Club and is managed, *but not owned by Adelphia*. There are currently ____ subscribers (which are counted as EBU's) in Ibis Landing.¹
- Adelphia specifies below the counties in Cost Centers 299, 321, and 322 (all located in the Los Angeles, CA Designated Market Area) where it offers service via SMATV systems.
- Cost Center 299: Kern and San Luis Obispo Counties
 - Cost Center 321: Los Angeles County
 - Cost Center 322: Orange, San Diego, Riverside, and San Bernardino Counties

¹ Adelphia does not consolidate Cost Center 104 in its results because it does not own the system.

Adelphia Communications
Basic Cable Service Ready Homes, FCC Request II.B.1.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
DMA Hierarchy - Time Warner and Comcast Proposed Transaction Cost Centers	10,413,254	10,439,869	10,492,988	10,541,583
Albany New York				
024				
025				
071				
936				
994				
99A				
Atlanta Georgia				
294				
330				
Baltimore Maryland				
297				
Bangor Maine				
353				
Binghamton New York				
939				
Birmingham Alabama				
959				
Bluefield West Virginia				
081				
Boise ID				
699				
Boston Massachusetts				
023				
038				
049				
143				
213				
361				
362				
990				
997				
Buffalo New York				
004				
013				
031				
032				
039				
102				
164				
165				
190				
192				
193				
194				
217				
219				
228				
Burlington Vermont				
068				
069				
070				
072				
142				
177				
178				
181				
182				
262				
263				
354				
355				
Charleston West Virginia				
291				
368				
369				
926				
928				
929				
Charlotte North Carolina				
295				
Charlottesville Virginia				

REDACTED FOR PUBLIC INSPECTION

Adelphia Communications
Basic Cable Service Ready Homes, FCC Request II.B.1.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
058				
Columbia SC				
327				
Cincinnati Ohio				
373				
288				
Cleveland Ohio				
015				
016				
062				
225				
306				
349				
Colorado Springs Colorado				
691				
302				
698				
Columbus Ohio				
363				
289				
367				
Columbus/Tupelo/West Point				
332				
Denver Colorado				
914				
Dothan Alabama				
957				
Erie Pennsylvania				
226				
Evansville Indiana				
335				
290				
924				
973				
Florence / Myrtle Beach South Carolina				
945				
946				
949				
Greensboro North Carolina				
292				
324				
326				
Greeneville - new Bern NC				
379				
Greenwood Mississippi				
960				
Grand Junction/Montrose				
915				
Harrisburg Pennsylvania				
310				
937				
Harrisonburg Virginia				
378				
060				
064				
089				
216				
Hartford Connecticut				
130				
232				
934				
935				
Huntsville Alabama				
958				
Jacksonville Florida				
947				
975				
Johnstown Pennsylvania				
002				
203				
204				
223				
269				
343				

Adelphia Communications
Basic Cable Service Ready Homes, FCC Request II.B.1.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
346				
348				
34C				
377				
Lexington Kentucky				
370				
371				
372				
380				
Los Angeles California				
299				
305				
314				
315				
316				
317				
318				
319				
31A				
31B				
31C				
31E				
31K				
321				
322				
340				
342				
657				
658				
660				
662				
670				
671				
672				
679				
680				
968				
969				
970				
971				
972				
982				
983				
984				
985				
986				
988				
Louisville Kentucky				
374				
Memphis TN				
331				
Miami Florida				
037				
052				
247				
Norfolk Virginia				
136				
Orlando Florida				
146				
183				
328				
Pittsburgh Pennsylvania				
005				
006				
007				
011				
012				
018				
019				
020				
021				
028				
042				
123				

Adelphia Communications
Basic Cable Service Ready Homes, FCC Request II.B.1.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
127				
153				
154				
199				
201				
202				
222				
344				
376				
927				
Portland Maine				
298				
356				
357				
358				
359				
360				
Portland Oregon				
664				
Raleigh North Carolina				
325				
334				
Reno Nevada				
917				
Richmond Virginia				
075				
103				
230				
237				
333				
Roanoke Virginia				
059				
06C				
078				
082				
092				
185				
200				
214				
215				
268				
Rochester New York				
220				
Salt Lake City Utah				
907				
San Diego California				
341				
San Francisco California				
673				
Savannah Georgia				
093				
Seattle Washington				
919				
Spokane Washington				
909				
911				
912				
Syracuse New York				
995				
Tampa Florida				
149				
150				
948				
Toledo Ohio				
364				
365				
Tri-Cities Tennessee				
375				
940				
941				
Tulsa Oklahoma				
329				
Utica New York				
996				

REDACTED FOR PUBLIC INSPECTION

Adelphia Communications
Basic Cable Service Ready Homes, FCC Request II.B.1.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
Washington DC				
079				
080				
155				
20A				
20B				
287				
293				
296				
308				
309				
311				
West Palm Beach Florida				
245				
246				
083				
084				
086				
119				
137				
152				
156				
179				
180				
189				
248				
31F				
31G				
31H				
31I				
31J				
320				
Wichita Kansas				
908				
Wilkes Barre / Scranton Pennsylvania				
085				
264				
336				
347				
Wilmington North Carolina				
323				
Youngstown Ohio				
925				
938				
Yuma/El Centro California				
665				
666				

The Company has not completed the preparation of financial statements for periods subsequent to September 30, 2005 and is reviewing its books and records and other information on an on-going basis to determine whether amounts should be changed, supplemented or otherwise amended pursuant to Generally Accepted Accounting Principles in the United States. Such review and evaluation may result in adjustments to the financial statements.

The Company does not operate based on DMA geographies. Thus, certain regional call center costs are allocated over a different operational footprint. In addition, DMAs are mapped at a channel line-up level and one cost center crosses multiple DMAs in many cases.

The financial data enclosed herein represents internal, unaudited data that was compiled from our books and records. This financial data has not been audited at a DMA level and may not reflect certain adjustments, some of which may be material, that would be necessary to render the financial information in accordance with Generally Accepted Accounting Principles.

Adelphia has not included subscriber information for the following areas as they are excluded from the proposed Transactions: St. Mary's, Pennsylvania, Puerto Rico, and Brazil. In addition, Adelphia has not included the Rigas properties that are not part of the proposed Transactions.

Adelphia Communications

Total Basic Reported Subscribers, FCC Request II.B.2.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
DMA Hierarchy - Time Warner and Comcast Proposed Transaction Cost				
Centers	5,011,656	4,974,991	4,933,215	4,907,087
DMA Hierarchy - Regions Excl Rigas Owned	5,011,656	4,974,991	4,933,215	4,907,087
Albany New York				
024				
025				
071				
936				
994				
99A				
Atlanta Georgia				
294				
330				
Baltimore Maryland				
297				
Bangor Maine				
353				
Binghamton New York				
939				
Birmingham Alabama				
959				
Bluefield West Virginia				
081				
Boise ID				
699				
Boston Massachusetts				
023				
038				
049				
143				
213				
361				
362				
990				
997				
Buffalo New York				
004				
013				
031				
032				
039				
102				
164				
165				
190				
192				
193				
194				
217				
219				
228				
Burlington Vermont				
068				
069				
070				
072				
142				
177				
178				
181				
182				
262				
263				
354				
355				
Charleston West Virginia				
291				
368				
369				
926				
928				
929				
Charlotte North Carolina				
295				
Charlottesville Virginia				

REDACTED FOR PUBLIC INSPECTION

Adelphia Communications
Total Basic Reported Subscribers, FCC Request II.B.2.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
058				
Columbia SC				
327				
Cincinnati Ohio				
373				
288				
Cleveland Ohio				
015				
016				
062				
225				
306				
349				
Colorado Springs Colorado				
691				
302				
698				
Columbus Ohio				
363				
289				
367				
Columbus/Tupelo/West Point				
332				
Denver Colorado				
914				
Dothan Alabama				
957				
Erie Pennsylvania				
226				
Evansville Indiana				
335				
290				
924				
973				
Florence / Myrtle Beach South Carolina				
945				
946				
949				
Greensboro North Carolina				
292				
324				
326				
Greenville - new Bern NC				
379				
Greenwood Mississippi				
960				
Grand Junction/Montrose				
915				
Harrisburg Pennsylvania				
310				
937				
Harrisonburg Virginia				
378				
060				
064				
089				
216				
Hartford Connecticut				
130				
232				
934				
935				
Huntsville Alabama				
958				
Jacksonville Florida				
947				
975				
Johnstown Pennsylvania				
002				
003				
203				
204				
223				
269				
343				

Adelphia Communications**Total Basic Reported Subscribers, FCC Request II.B.2.a**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
346				
348				
34C				
377				
Lexington Kentucky				
370				
371				
372				
380				
Los Angeles California				
299				
305				
314				
315				
316				
317				
318				
319				
31A				
31B				
31C				
31E				
31K				
321				
322				
340				
342				
657				
658				
660				
662				
670				
671				
672				
679				
680				
968				
969				
970				
971				
972				
982				
983				
984				
985				
986				
988				
989				
Louisville Kentucky				
374				
Memphis TN				
331				
Miami Florida				
037				
052				
247				
Norfolk Virginia				
136				
Orlando Florida				
146				
183				
328				
Pittsburgh Pennsylvania				
005				
006				
007				
011				
012				
018				
019				
020				
021				
028				
042				
123				

Adelphia Communications**Total Basic Reported Subscribers, FCC Request II.B.2.a**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
127				
153				
154				
199				
201				
202				
222				
344				
376				
927				
Portland Maine				
298				
356				
357				
358				
359				
360				
Portland Oregon				
664				
Raleigh North Carolina				
325				
334				
Reno Nevada				
917				
Richmond Virginia				
075				
103				
230				
237				
333				
Roanoke Virginia				
059				
06C				
078				
082				
092				
185				
200				
214				
215				
268				
Rochester New York				
220				
Salt Lake City Utah				
907				
San Diego California				
341				
San Francisco California				
673				
Savannah Georgia				
093				
Seattle Washington				
919				
Spokane Washington				
909				
911				
912				
Syracuse New York				
995				
Tampa Florida				
149				
150				
948				
Toledo Ohio				
364				
365				
Tri-Cities Tennessee				
375				
940				
941				
Tulsa Oklahoma				
329				
Utica New York				
996				
Washington DC				

Adelphia Communications
Total Basic Reported Subscribers, FCC Request II.B.2.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
079				
080				
155				
20A				
20B				
287				
293				
296				
308				
309				
311				
West Palm Beach Florida				
245				
246				
083				
084				
086				
119				
137				
152				
156				
179				
180				
189				
248				
31F				
31G				
31H				
31I				
31J				
320				
Wichita Kansas				
908				
Wilkes Barre / Scranton Pennsylvania				
085				
264				
336				
347				
Wilmington North Carolina				
323				
Youngstown Ohio				
925				
938				
Yuma/El Centro California				
665				
666				

The Company has not completed the preparation of financial statements for periods subsequent to September 30, 2005 and is reviewing its books and records and other information on an on-going basis to determine whether amounts should be changed, supplemented or otherwise amended pursuant to Generally Accepted Accounting Principles in the United States. Such review and evaluation may result in adjustments to the financial statements.

The Company does not operate based on DMA geographies. Thus, certain regional call center costs are allocated over a different operational footprint. In addition, DMAs are mapped at a channel line-up level and one cost center crosses multiple DMAs in many cases.

The financial data enclosed herein represents internal, unaudited data that was compiled from our books and records. This financial data has not been audited at a DMA level and may not reflect certain adjustments, some of which may be material, that would be necessary to render the financial information in accordance with Generally Accepted Accounting Principles.

Adelphia has not included subscriber information for the following areas as they are excluded from the proposed Transactions: St. Mary's, Pennsylvania, Puerto Rico, and Brazil. In addition, Adelphia has not included the Rigas properties that are not part of the proposed Transactions.

Adelphia Communications
Total Bulk/Non-Standard EBU's, FCC Request II.B.2.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
-----------------------------------	------------------	------------	-----------	-------------------

DMA Hierarchy - Time Warner and Comcast Proposed Transaction Cost

Centers

Albany New York
024
025
071
936
994
99A
Atlanta Georgia
294
330
Baltimore Maryland
297
Bangor Maine
353
Binghamton New York
939
Birmingham Alabama
959
Bluefield West Virginia
081
Boise ID
699
Boston Massachusetts
023
038
049
143
213
361
362
990
997
Buffalo New York
004
013
031
032
039
102
164
165
190
192
193
194
217
219
228
Burlington Vermont
068
069
070
072
142
177
178
181
182
262
263
354
355
Charleston West Virginia
291
368
926
928
929
Charlotte North Carolina
295
Charlottesville Virginia

Adelphia Communications
Total Bulk/Non-Standard EBU's, FCC Request II.B.2.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
058				
Cincinnati Ohio				
373				
288				
Cleveland Ohio				
015				
016				
062				
225				
306				
349				
Colorado Springs Colorado				
691				
302				
698				
Columbus Ohio				
363				
367				
Denver Colorado				
914				
Dothan Alabama				
957				
Erie Pennsylvania				
226				
Evansville Indiana				
335				
290				
924				
973				
Florence / Myrtle Beach South Carolina				
945				
946				
949				
Greensboro North Carolina				
292				
324				
326				
Greeneville - new Bern NC				
379				
Greenwood Mississippi				
960				
Grand Junction/Montrose				
915				
Harrisburg Pennsylvania				
310				
937				
Harrisonburg Virginia				
378				
060				
089				
216				
Hartford Connecticut				
130				
232				
934				
935				
Huntsville Alabama				
958				
Jacksonville Florida				
947				
975				
Johnstown Pennsylvania				
002				
003				
203				
204				
269				
343				
346				
348				
34C				
377				
Lexington Kentucky				

Adelphia Communications
Total Bulk/Non-Standard EBU's, FCC Request II.B.2.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
370				
371				
372				
380				
Los Angeles California				
299				
305				
314				
315				
316				
317				
318				
319				
31A				
31B				
31C				
31E				
31K				
321				
322				
342				
657				
658				
660				
662				
670				
671				
672				
679				
680				
968				
969				
970				
971				
972				
982				
983				
984				
985				
986				
988				
989				
Louisville Kentucky				
374				
Miami Florida				
037				
052				
247				
Norfolk Virginia				
136				
Orlando Florida				
146				
183				
328				
Pittsburgh Pennsylvania				
005				
006				
007				
011				
018				
019				
020				
021				
028				
042				
127				
153				
154				
199				
201				
202				
222				
344				

Adelphia Communications
Total Bulk/Non-Standard EBU's, FCC Request II.B.2.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
376				
927				
Portland Maine				
298				
356				
357				
358				
359				
360				
Portland Oregon				
664				
Raleigh North Carolina				
325				
334				
Reno Nevada				
917				
Richmond Virginia				
075				
103				
230				
237				
Roanoke Virginia				
059				
06C				
078				
082				
092				
185				
200				
214				
215				
268				
Rochester New York				
220				
Salt Lake City Utah				
907				
San Diego California				
341				
San Francisco California				
673				
Savannah Georgia				
093				
Seattle Washington				
919				
Spokane Washington				
909				
911				
912				
Syracuse New York				
995				
Tampa Florida				
149				
150				
948				
Toledo Ohio				
364				
365				
Tri-Cities Tennessee				
375				
940				
941				
Utica New York				
996				
Washington DC				
079				
080				
155				
20A				
20B				
287				
293				
296				
308				

Adelphia Communications
Total Bulk/Non-Standard EBU's, FCC Request II.B.2.a

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
309				
311				
West Palm Beach Florida				
245				
246				
083				
084				
086				
119				
137				
152				
156				
179				
180				
189				
248				
31F				
31G				
31H				
31I				
31J				
320				
Wichita Kansas				
908				
Wilkes Barre / Scranton Pennsylvania				
085				
264				
336				
347				
Wilmington North Carolina				
323				
Youngstown Ohio				
938				
Yuma/El Centro California				
665				
666				

The Company has not completed the preparation of financial statements for periods subsequent to September 30, 2005 and is reviewing its books and records and other information on an on-going basis to determine whether amounts should be changed, supplemented or otherwise amended pursuant to Generally Accepted Accounting Principles in the United States. Such review and evaluation may result in adjustments to the financial statements.

The Company does not operate based on DMA geographies. Thus, certain regional call center costs are allocated over a different operational footprint. In addition, DMAs are mapped at a channel line-up level and one cost center crosses multiple DMAs in many cases.

The financial data enclosed herein represents internal, unaudited data that was compiled from our books and records. This financial data has not been audited at a DMA level and may not reflect certain adjustments, some of which may be material, that would be necessary to render the financial information in accordance with Generally Accepted Accounting Principles.

Adelphia has not included subscriber information for the following areas as they are excluded from the proposed Transactions: St. Mary's, Pennsylvania, Puerto Rico, and Brazil. In addition, Adelphia has not included the Rigas properties that are not part of the proposed Transactions.

Adelphia Communications
Total Estimated Kitchen Units

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
-----------------------------------	------------------	------------	--------------	-------------------

DMA Hierarchy - Time Warner and Comcast Proposed Transaction Cost Centers

DMA Hierarchy - Regions Excl Rigas Owned

Albany New York

024

025

071

936

994

99A

Atlanta Georgia

294

330

Baltimore Maryland

297

Bangor Maine

353

Binghamton New York

939

Birmingham Alabama

959

Bluefield West Virginia

081

Boise ID

699

Boston Massachusetts

023

038

049

143

213

361

362

990

997

Buffalo New York

004

013

031

032

039

102

164

165

190

192

193

194

217

219

228

Burlington Vermont

068

069

070

072

142

177

178

181

182

262

263

354

355

Charleston West Virginia

291

368

369

REDACTED FOR PUBLIC INSPECTION

Adelphia Communications
Total Estimated Kitchen Units

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
926				
928				
929				
Charlotte North Carolina				
295				
Charlottesville Virginia				
058				
Columbia SC				
327				
Cincinnati Ohio				
373				
288				
Cleveland Ohio				
015				
016				
062				
225				
306				
349				
Colorado Springs Colorado				
691				
302				
698				
Columbus Ohio				
363				
289				
367				
Columbus/Tupelo/West Point				
332				
Denver Colorado				
914				
Dothan Alabama				
957				
Erie Pennsylvania				
226				
Evansville Indiana				
335				
290				
924				
973				
Florence / Myrtle Beach South Carolina				
945				
946				
949				
Greensboro North Carolina				
292				
324				
326				
Greeneville - new Bern NC				
379				
Greenwood Mississippi				
960				
Grand Junction/Montrose				
915				
Harrisburg Pennsylvania				
310				
937				
Harrisonburg Virginia				
378				
060				
064				
089				
216				
Hartford Connecticut				
130				
232				
934				
935				

Adelphia Communications
Total Estimated Kitchen Units

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
Huntsville Alabama				
958				
Jacksonville Florida				
947				
975				
Johnstown Pennsylvania				
002				
003				
203				
204				
223				
269				
343				
346				
348				
34C				
377				
Lexington Kentucky				
370				
371				
372				
380				
Los Angeles California				
299				
305				
314				
315				
316				
317				
318				
319				
31A				
31B				
31C				
31E				
31K				
321				
322				
340				
342				
657				
658				
660				
662				
670				
671				
672				
679				
680				
968				
969				
970				
971				
972				
982				
983				
984				
985				
986				
988				
989				
Louisville Kentucky				
374				
Memphis TN				
331				
Miami Florida				
037				
052				

Adelphia Communications
Total Estimated Kitchen Units

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
247				
Norfolk Virginia				
136				
Orlando Florida				
146				
183				
328				
Pittsburgh Pennsylvania				
005				
006				
007				
011				
012				
018				
019				
020				
021				
028				
042				
123				
127				
153				
154				
199				
201				
202				
222				
344				
376				
927				
Portland Maine				
298				
356				
357				
358				
359				
360				
Portland Oregon				
664				
Raleigh North Carolina				
325				
334				
Reno Nevada				
917				
Richmond Virginia				
075				
103				
230				
237				
333				
Roanoke Virginia				
059				
06C				
078				
082				
092				
185				
200				
214				
215				
268				
Rochester New York				
220				
Salt Lake City Utah				
907				
San Diego California				
341				
San Francisco California				